

JUL 17 1979

ARTICLES OF MERGER OF DOMESTIC CORPORATIONS

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

*Stellwag*  
of the  
Attorney, Corporation Division

1. The Plan of Merger which was approved by the sole shareholder of each of the undersigned corporations in the manner prescribed by the Texas Business Corporation Act, is set forth in Exhibit A which is attached hereto and hereby incorporated herein.

2. As to each of the undersigned corporations, the number of shares outstanding is as follows:

<u>NAME OF CORPORATION</u>	<u>SHARES OUTSTANDING</u>	<u>TOTAL VOTED FOR</u>	<u>TOTAL VOTED AGAINST</u>
Barge Transport Company, Inc.	50,000	50,000	0
Bay Sound Transportation Co.	10,400	10,400	0
Beacon Transportation Co.	5,746	5,746	0
Black Bay Transportation Co.	973	973	0
The Christine Towing Co.	10,000	10,000	0
Dixon Bay Transportation Co.	21,940	21,940	0
Green Bay Transportation Co.	10,000	10,000	0

Helen M Transportation Co.	17,463	17,463	0
Jean D Towing Co.	178	178	0
Keith Sterling Transportation Co.	2,980	2,980	0
Lakeside Transportation Co.	3,200	3,200	0
Mary C Transportation Co.	28,885	28,885	0
Murray Bay Transportation Co.	21,940	21,940	0
Naptha Barge Co.	39,960	39,960	<del>0</del>
Riverside Transportation Co.	10,200	10,200	0
Voyager Transportation Co.	165	165	0
West Bay Transportation Co.	391	391	0
Windward Transportation Co.	1,273	1,273	0
Mary Edwards Transportation Co.	2,980	2,980	0

Dated: July 10, 1979

BARGE TRANSPORT CO<sup>company,</sup> INC.

By Keith Edwards  
Keith Edwards, President

By Dale Smith  
Dale Smith, Secretary

BAY SOUND TRANSPORTATION CO.

By G. C. Mayes, III  
G. C. Mayes, III, President

By Frank Hoyt  
Frank Hoyt, Secretary

BEACON TRANSPORTATION CO.

By G. C. Mayes, III  
G. C. Mayes, III, President

By Frank Hoyt  
Frank Hoyt, Secretary

BLACK BAY TRANSPORTATION CO.

By Keith Edwards  
Keith Edwards, President

By Dale Smith  
Dale Smith, Secretary

THE CHRISTINE TOWING CO.

By G. C. Mayes, III  
G. C. Mayes, III, President

By Frank Hoyt  
Frank Hoyt, Secretary

DIXON BAY TRANSPORTATION CO.

By Dale Smith  
Dale Smith, President

By Frank Hoyt  
Frank Hoyt, Secretary

GREEN BAY TRANSPORTATION CO.

By   
Dale Smith, President

By Frank Hoyt  
Frank Hoyt, Secretary

HELEN M TRANSPORTATION CO.

By   
Dale Smith, President

By Frank Hoyt  
Frank Hoyt, Secretary

JEAN D TOWING CO.

By Frank Hoyt  
Frank Hoyt, President

By   
Dale Smith, Secretary

KEITH STERLING TRANSPORTATION CO.

By Frank Hoyt  
Frank Hoyt, President

By   
Dale Smith, Secretary

LAKE SIDE TRANSPORTATION CO.

By Frank Hoyt  
Frank Hoyt, President

By   
Dale Smith, Secretary

MARY C TRANSPORTATION CO.

By Frank Hoyt  
Frank Hoyt, President

By Dale Smith  
Dale Smith, Secretary

MURRAY BAY TRANSPORTATION CO.

By Dale Smith  
Dale Smith, President

By G. C. Mayes, III  
G. C. Mayes, III, Secretary

NAPTHA BARGE CO.

By Dale Smith  
Dale Smith, President

By G. C. Mayes, III  
G. C. Mayes, III, Secretary

RIVERSIDE TRANSPORTATION CO.

By Dale Smith  
Dale Smith, President

By G. C. Mayes, III  
G. C. Mayes, III, Secretary

VOYAGER TRANSPORTATION CO.

By Dale Smith  
Dale Smith, President

By G. C. Mayes, III  
G. C. Mayes, III, Secretary

WEST BAY TRANSPORTATION CO.

By G. C. Mayes, III  
G. C. Mayes, III, President

By Frank Hoyt  
Frank Hoyt, Secretary

WINDWARD TRANSPORTATION CO.

By G. C. Mayes, III  
G. C. Mayes, III, President

By Frank Hoyt  
Frank Hoyt, Secretary

MARY EDWARDS TRANSPORTATION CO.

By Dale Smith  
Dale Smith, President

By Frank Hoyt  
Frank Hoyt, Secretary



STATE OF TEXAS §

COUNTY OF HARRIS §

I, Virginia F. Fluke, a notary public, do hereby certify that on this 10<sup>th</sup> day of July, 1979, personally appeared before me KEITH EDWARDS, who, being by me first duly sworn, declared that he is the President of BARGE TRANSPORT CO<sup>INC.</sup> and BLACK BAY TRANSPORTATION CO., that he signed the foregoing document as President of the corporations, and that the statements therein contained are true.

*Virginia F. Fluke*

Notary Public in and for  
Harris County, Texas

My Commission Expires: \_\_\_\_\_

Notary Public in and for Harris County, Texas  
My Commission Expires September 30, 1980

STATE OF TEXAS §

COUNTY OF HARRIS §

I, Virginia F. Fluke, a notary public, do hereby certify that on this 10<sup>th</sup> day of July, 1979, personally appeared before me G. C. Mayes, III, who, being by me first duly sworn, declared that he is the President of BAY SOUND TRANSPORTATION CO., BEACON TRANSPORTATION CO., THE CHRISTINE TOWING CO., WEST BAY TRANSPORTATION CO., and WINDWARD TRANSPORTATION CO., that he signed the foregoing document as President of the corporations, and that the statements therein contained are true.

*Virginia F. Fluke*

Notary Public in and for  
Harris County, Texas

My Commission Expires: \_\_\_\_\_

VIRGINIA F. FLUKE  
Notary Public in and for Harris County, Texas  
My Commission Expires September 30, 1980

PLAN AND AGREEMENT OF REORGANIZATION

by merger of

Barge Transport Company, Inc.  
Bay Sound Transportation Co.  
Beacon Transportation Co.  
Black Bay Transportation Co.  
The Christine Towing Co.  
Dixon Bay Transportation Co.  
Green Bay Transportation Co.  
Helen M Transportation Co.  
Jean D Towing Co.  
Keith Sterling Transportation Company  
Lakeside Transportation Co.  
Mary C Transportation Co.  
Murray Bay Transportation Co.  
Naptha Barge Co.  
Riverside Transportation Co.  
Voyager Transportation Co.  
West Bay Transportation Co.  
Windward Transportation Co.

with and into

Mary Edwards Transportation Co.

under the name of

Mary Edwards Transportation Co.

Barge Transport Company, Inc., Bay Sound Transportation Co., Beacon Transportation Co., Black Bay Transportation Co., The Christine Towing Co., Dixon Bay Transportation Co., Green Bay Transportation Co., Helen M Transportation Co., Jean D Towing Co., Keith Sterling Transportation Company, Lakeside Transportation Co., Mary C Transportation Co., Murray Bay Transportation Co., Naptha Barge Co., Riverside Transportation Co., Voyager Transportation Co., West Bay Transportation Co., and Windward Transportation Co., all Texas corporations, hereinafter referred to as the "nonsurviving corporations," and Mary Edwards Transportation Co., a Texas corporation, sometimes hereinafter referred to as the "surviving corporation," agree as follows:

1. A plan of reorganization of the nonsurviving corporations and Mary Edwards Transportation Co., pursuant to the provisions of Articles 5.01 through 5.13 of the Texas Business Corporation Act and Sections 368(a)(1)(F) and 368(a)(1)(A) of the Internal Revenue Code, is adopted as follows:

**EXHIBIT A**



a. The nonsurviving corporations shall be merged with and into Mary Edwards Transportation Co. to exist and be governed by the laws of the State of Texas.

b. The name of the surviving corporation shall be Mary Edwards Transportation Co.

c. When this agreement shall become effective, the separate existences of the nonsurviving corporations shall cease and the surviving corporation shall succeed, without other transfer, to all the rights and property of the nonsurviving corporations and shall be subject to all the debts and liabilities of such corporations in the same manner as if the surviving corporation had itself incurred them. All rights of creditors and all liens upon the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the merger.

d. The surviving corporation will carry on business with the assets of the nonsurviving corporations, as well as with the assets of Mary Edwards Transportation Co.

e. The shareholders of the nonsurviving corporations will surrender all their shares in the manner hereinafter set forth.

f. In exchange for the shares of the nonsurviving corporations surrendered by their shareholders, the surviving corporation will issue and transfer to such shareholders on the basis hereinafter set forth, shares of its common stock.

g. The shareholders of Mary Edwards Transportation Co. will retain their shares as shares of the surviving corporation.

2. The effective date of the merger, hereinafter referred to as the "Effective Date," shall be the date when a certificate of merger is issued by the Secretary of State of Texas.

3. On the Effective Date the holders of shares of the nonsurviving corporations shall surrender their shares to the Secretary of the surviving corporation promptly after this agreement shall become effective, in exchange for shares of the surviving corporation to which they are entitled.

4. The Shareholders of the nonsurviving corporations shall be entitled to receive shares of the surviving corporation, as follows:

<u>CORPORATION NAME</u>	<u>NO. OF SHARES</u>	<u>OF A PAR VALUE OF</u>	<u>CONSTITUTING 2 OF SURVIVING CORPORATION</u>	<u>IN EXCHANGE FOR NO. OF SHARES OF NONSURVIVING CORPORATION</u>	<u>OF A PAR VALUE OF</u>
Barge Transport Company, Inc.	220	1.00	4.4%	50,000	0
Bay Sound Transportation Co.	100	1.00	2%	10,400	1.00
Beacon Transportation Co.	200	1.00	4%	5,746	1.00
Black Bay Transportation Co.	100	1.00	2%	973	1.00
The Christine Towing Co.	100	1.00	2%	10,000	10.00
Dixon Bay Transportation Co.	100	1.00	2%	21,940	1.00
Green Bay Transportation Co.	100	1.00	2%	10,000	1.00
Helen M Transportation Co.	100	1.00	2%	17,463	1.66
Jean D Towing Co.	100	1.00	2%	178	1.00
Keith Sterling Transportation Co.	100	1.00	2%	2,980	1.00
Lakeside Transportation Co.	100	1.00	2%	3,200	1.00
Mary C Transportation Co.	100	1.00	2%	28,885	0
Murray Bay Transportation Co.	100	1.00	2%	21,940	1.00
Naptha Barge Co.	100	1.00	2%	39,960	1.00
Riverside Transportation Co.	100	1.00	2%	10,200	1.00
Voyager Transportation Co.	100	1.00	2%	165	1.00

8. The validity, interpretation, and performance of this Agreement shall be controlled by and construed under the laws of the State of Texas, the state in which this agreement is being executed.

EXECUTED this \_\_\_\_ day of \_\_\_\_\_, 1979.

MARY EDWARDS TRANSPORTATION CO.

By \_\_\_\_\_  
Dale Smith, President

BARGE TRANSPORT COMPANY, INC.

By \_\_\_\_\_  
Keith Edwards, President

BAY SOUND TRANSPORTATION CO.

By \_\_\_\_\_  
G. C. Mayes, III, President

BEACON TRANSPORTATION CO.

By \_\_\_\_\_  
G. C. Mayes, III, President

BLACK BAY TRANSPORTATION CO.

By \_\_\_\_\_  
Keith Edwards, President

THE CHRISTINE TOWING CO.

By \_\_\_\_\_  
G. C. Mayes, III, President

DIXON BAY TRANSPORTATION CO.

By \_\_\_\_\_  
Dale Smith, President

GREEN BAY TRANSPORTATION CO.

By \_\_\_\_\_  
Dale Smith, President

HELEN M TRANSPORTATION CO.

By \_\_\_\_\_  
Dale Smith, President

JEAN D. TOWING CO.

By F. Hoyt, President

KEITH STERLING TRANSPORTATION COMPANY

By F. Hoyt, President

LAKESIDE TRANSPORTATION CO.

By F. Hoyt, President

MARY C TRANSPORTATION CO.

By F. Hoyt, President

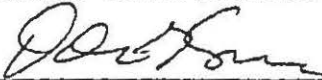
MURRAY BAY TRANSPORTATION CO.

By Dale Smith, President

NAPTHA BARGE CO.

By Dale Smith, President

RIVERSIDE TRANSPORTATION CO.

By   
Dale Smith, President

VOYAGER TRANSPORTATION CO.

By   
Dale Smith, President

WEST BAY TRANSPORTATION CO.

By G. C. Mayes, III, President

WINDWARD TRANSPORTATION CO.

By G. C. Mayes, III, President